

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re: Seroquel XR (Extended Release Quetiapine Fumarate) Antitrust Litig.

Master Dkt. No. 20-1076-CFC

This Document Relates To: All Actions
--

STIPULATION AND ~~PROPOSED~~ ORDER

WHEREAS, on February 9, 2023, the Court denied Direct Purchaser Class Plaintiffs, Retailer Plaintiffs, End Payor Class Plaintiffs and the Health Care Service Corporation's (together, "Plaintiffs") motion to compel discovery of, *inter alia*, settlement agreements AstraZeneca entered with ANDA filers other than Handa Pharmaceuticals, LLC, and Catalent Pharma Solutions, GmbH, pertaining to their launch of a generic Seroquel XR product, and related negotiation correspondence (D.I. 262) (the "Feb. 9 Order"), finding that such documents were not relevant to any claim or defense in this action (Tr. of Feb. 9, 2023 Hr'g at 7-14);

WHEREAS, on February 23, 2023, Plaintiffs filed a Motion for Reconsideration or Reargument of the Feb. 9 Order (D.I. 266);

WHEREAS, on June 23, 2023, in response to a document subpoena served by Plaintiffs pursuant to Fed. R. Civ. P. 45, non-party Lupin Pharmaceuticals, Inc. ("Lupin") produced tens of thousands of pages of documents, including the

document beginning with the Bates number LUPIN_SEROQUEL_0028884, a copy of Lupin's settlement agreement with AstraZeneca (the "Lupin Agreement");

WHEREAS, on June 28, 2023, Lupin informed Plaintiffs that it had inadvertently produced LUPIN_SEROQUEL_0028884 and demanded that Plaintiffs destroy it and otherwise abide by ¶ 29 of the operative Protective Order in this case (D.I. 242), citing the Feb. 9 Order;

WHEREAS, on July 5, 2023, Plaintiffs, filed a letter motion pursuant to ¶ 30 of the Protective Order, challenging Lupin's clawback (D.I. 425) (the "Plaintiffs' Clawback Challenge");

WHEREAS, on July 12, 2023, Lupin filed a letter opposing Plaintiffs' Clawback Challenge (D.I. 448);

WHEREAS, on July 13, 2023, the Court denied Plaintiffs' motion for reconsideration (D.I. 456) ("July 13 Ruling"), finding that Plaintiffs had not satisfied the standard for such a motion (Tr. of July 13, 2023 Hr'g at 19:9-14);

WHEREAS, Plaintiffs believe that the Court's rulings on the relevance of AstraZeneca's settlement agreements and negotiation correspondence with other ANDA filers for generic Seroquel XR (including Lupin) were erroneous and do not intend to waive their right to challenge those rulings on appeal;

WHEREAS, based on the foregoing and to conserve judicial resources;

IT IS HEREBY STIPULATED AND AGREED, by the undersigned counsel, subject to the approval of the Court, that:

1. Plaintiffs will destroy and not otherwise make use of all copies of LUPIN_SEROQUEL_0028884 in their possession and will comply with ¶ 29 of the Protective Order pending any reversal of the Court's orders denying Plaintiffs discovery of the Lupin settlement agreement; and

2. Plaintiffs maintain all appellate rights to challenge the Court's orders finding AstraZeneca's settlement agreements and negotiation correspondence with other ANDA filers for generic Seroquel XR to be irrelevant and to seek the production of Lupin's settlement agreement with AstraZeneca and related negotiation correspondence upon any reversal of the Court's orders denying Plaintiffs such discovery.

OF COUNSEL:

Scott E. Perwin
Lauren C. Ravkind
Anna T. Neill
KENNY NACHWALTER P.A.
Four Seasons Tower, Suite 1100
Miami, FL 33131
(305) 373-1000
sperwin@knpa.com
lravkind@knpa.com
aneill@knpa.com

/s/ J. Clayton Athey
J. Clayton Athey (No. 4378)
Jason W. Rigby (No. 6458)
PRICKETT JONES & ELLIOTT, P.A.
1310 N. King Street
Wilmington, DE 19801
(302) 888-6500
jcathey@prickett.com
jwrigby@prickett.com

*Counsel for Plaintiffs Walgreen Co.,
The Kroger Co., Albertsons
Companies, Inc., H-E-B, L.P., and Hy-
Vee, Inc.*

*Counsel for Plaintiffs Walgreen Co.,
The Kroger Co., Albertsons
Companies, Inc., H-E-B, L.P., Hy-Vee,
Inc., CVS Pharmacy, Inc., Rite Aid
Corp. and Rite Aid Hdqtrs. Counsel for
Plaintiffs Walgreen Corp. Co., The
Kroger Co., Albertsons Companies,
Inc., H-E-B, L.P., and Hy-Vee, Inc.*

Barry L. Refsin
Eric L. Bloom
HANGLEY ARONCHICK SEGAL
PUDLIN & SCHILLER
One Logan Square, 27th Floor
Philadelphia, PA 19103
(215) 568-6200
brefsin@hangle.com
ebloom@hangle.com

*Counsel for Plaintiffs CVS Pharmacy, Inc., Rite Aid Corp. and Rite Aid Hdqtrs.
Corp.*

OF COUNSEL:

Bruce E. Gerstein
Kimberly Hennings
Jonathan Gerstein
David B. Rochelson
GARWIN GERSTEIN &
FISHER LLP
88 Pine Street, 10th Floor
New York, NY 10005
(212) 398-0055
bgerstein@garwingerstein.com
khennings@garwingerstein.com
jgerstein@garwingerstein.com
drochelson@garwingerstein.com

*Lead Counsel for the Direct
Purchaser Class and Counsel for Smith
Drug Company*

David F. Sorensen
Caitlin G. Coslett
BERGER MONTAGUE PC
1818 Market Street, Suite 3600
Philadelphia, PA 19103
(215) 875-3000
dsorensen@bm.net
ccoslett@bm.net

Kristyn Fields (No. KF-4461)
FARUQI & FARUQI LLP
685 Third Avenue, Floor 26
New York, NY 10017
(212) 983-9330
kfields@faruqilaw.com

Carmella P. Keener, Esquire (#2810)
Cooch and Taylor. P.A.
The Nemours Building
1007 N. Orange Street, Suite 1120
P.O. Box 1680
Wilmington, DE 19899-1680
(302) 984-3816
ckeener@coochtaylor.com

*Local Counsel for Smith Drug
Company and the Direct Purchaser
Class*

Peter Kohn
Joseph Lukens
FARUQI & FARUQI LLP
1617 JFK Blvd, Suite 1550
Philadelphia, PA 19103
(215) 277-5770
pkohn@faruqilaw.com
jlukens@faruqilaw.com

Stuart E. Des Roches
Andrew W. Kelly
ODOM & DES ROCHES LLC
650 Poydras Street, Suite 2020
New Orleans, LA 70130
(504) 522-0077
stuart@odrlaw.com
akelly@odrlaw.com

Susan Segura
David C. Raphael
Erin R. Leger
SMITH SEGURA RAPHAEL &
LEGER LLP
221 Ansley Blvd
Alexandria, LA 71303
(318) 445-4480
ssegura@ssrllp.com
draphael@ssrllp.com
eleger@ssrllp.com

Russell Chorush
Christopher M. First
HEIM PAYNE & CHORUSH LLP
1111 Bagby Street, Suite 2100
Houston, TX 77002
(713) 221-2000
rchorush@hpcllp.com

*Additional Counsel for Smith Drug Company
and the Proposed Direct Purchaser Class*

Dianne M. Nast (*pro hac vice*)
Joseph N. Roda (*pro hac vice*)
Michael D. Ford (*pro hac vice*)
NastLaw LLC
1101 Market Street, Suite 2801
Philadelphia, PA 19107
Telephone: (215) 923-9300
dnast@nastlaw.com
jnroda@nastlaw.com
mford@nastlaw.com

Michael L. Roberts (*pro hac vice*)
Karen S. Halbert (*pro hac vice*)
Stephanie E. Smith (*pro hac vice*)
Sarah E. DeLoach (*pro hac vice*)
Roberts Law Firm US, PC
20 Rahling Circle
Little Rock, AR 72223
Telephone: (501) 821-5575
mikeroberts@robertslawfirm.us
karenhalbert@robertslawfirm.us
stephaniesmith@robertslawfirm.us
sarahdeloach@robertslawfirm.us

*Counsel for KPH Healthcare Services, Inc. a/k/a Kinney Drugs, Inc.
and the Proposed Direct Purchaser Class*

GRANT & EISENHOFER, P.A.

Jason Avellino (#5821)
Michael J. Barry (#4368)
123 Justison St., 7th Floor
Wilmington, DE 19801
Tel: (302) 622-7000
Fax: (302) 622-7100
mbarry@gelaw.com
javellino@gelaw.com

Local Counsel for the Proposed End-Payor Class

Jayne A. Goldstein (Pro Hac Vice)
Natalie Finkelman (Pro Hac Vice)
Miller Shah LLP
35 East State St.
Media, PA 19063
Telephone: (610) 891-9880
Facsimile: (866) 300-7367
jgoldstein@millershah.com
nfinkelman@millershah.com

Counsel for Plaintiff Fraternal Order of Police, Miami Lodge 20, Insurance Trust Fund and the Proposed End-Payor Class

Robert G. Eisler (Pro Hac Vice)
Chad B. Holtzman (Pro Hac Vice)
Grant & Eisenhofer, P.A.
485 Lexington Avenue, 29th Floor
New York, NY
Telephone: (646) 722-8500
Facsimile: (646) 722-8501
reisler@gelaw.com
choltzman@gelaw.com

Counsel for Plaintiff Law Enforcement Health Benefit and the Proposed End-Payor Class

Sharon K. Robertson (Pro Hac Vice)
Donna M. Evans (Pro Hac Vice)
Cohen Milstein Sellers & Toll PLLC
88 Pine Street, 14th Floor
New York, NY 10005
Telephone: (212) 838-7797
Facsimile: (212) 838-7745
srobertson@cohenmilstein.com
devans@cohenmilstein.com

Counsel for the Mayor and City Council of Baltimore and the Proposed End-Payor Class

Peter D. St. Phillip (*pro hac vice*)
Uriel Rabinovitz (*pro hac vice*)
Thomas K. Griffith (*pro hac vice*)
LOWEY DANNENBERG, P.C.
44 South Broadway, Suite 1100
White Plains, NY 10601
(914) 997-0500
pstphillip@lowey.com
urabinovitz@lowey.com
tgriffith@lowey.com

Blake A. Bennett (#5133)
COOCH AND TAYLOR, P.A.
The Nemours Building
1007 N. Orange Street, Suite 1120
Wilmington, DE 19801
(302) 984-3889
bbennett@coochtaylor.com

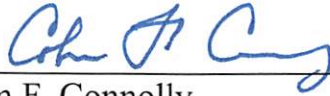
Todd Schneider (to be admitted *pro hac vice*)
Matthew S. Weiler (to be admitted *pro hac vice*)
SCHNEIDER WALLACE COTTRELL
KONECKY WOTKYNS LLP
2000 Powell Street, Suite 1400
Emeryville, CA 94608
(415) 421-7100
tschneider@schneiderwallace.com
mweiler@schneiderwallace.com

Counsel for Plaintiff Health Care Service Corporation

/s/ Gilad Bendheim
Gilad Bendheim
KIRKLAND & ELLIS LLP
601 Lexington Ave.
New York, NY 10022
(212) 390-4004
gilad.bendheim@kirkland.com

Counsel for Non-Party Lupin Pharmaceuticals, Inc.

SO ORDERED this 16th day of August, 2023.

A handwritten signature in blue ink, appearing to read "Colm F. Connolly", is written above a horizontal line.

Colm F. Connolly

Chief Judge

United States District Court, D. Del.